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THE NON-MUTANT™ SUPER-HERO!

the AMAZING SPIDER-MAN

VENOM'S
BACK!

KISS YOUR
AUNT MAY
GOOD-BYE,
SPIDER-MAN!

YOU'RE
GONNA
DIE!

LARSEN & MIKE MULLIN



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IF THE WORLD ENDS TOMORROW IT'S ALL YOUR FAULT.

Konami® and Ultra® are putting you under the gun by giving you the power and strength to save mankind from certain extinction.

In Super C™ and Snake's Revenge™, two new mega-hit mega-wars, you'll be bombed, blasted and befuddled by the vile alien Red Falcon and the world's premier madman Higharolla Kockamamie. From the onset of these onslaughts, they'll fight you tooth and claw with thousands of planet blistering weapons. And if your rocket launchers, flame throwers, laser guns and supreme wits fail

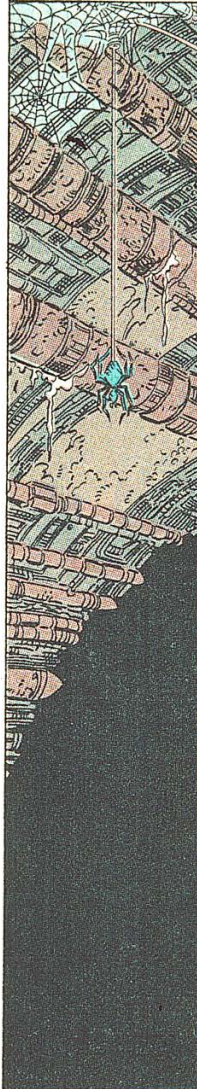
to overcome multiple levels of mass destruction, civilization will cease to exist. And you'll have no one to blame but yourself.



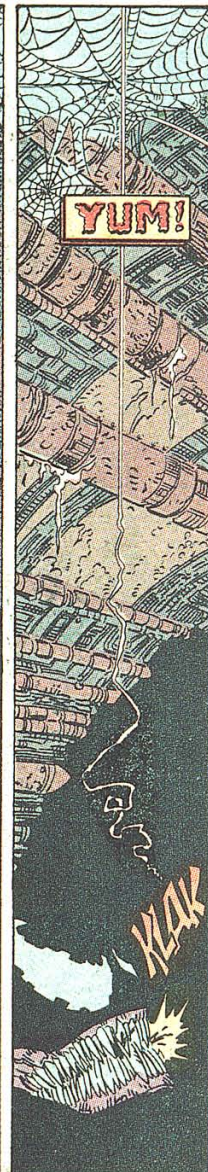
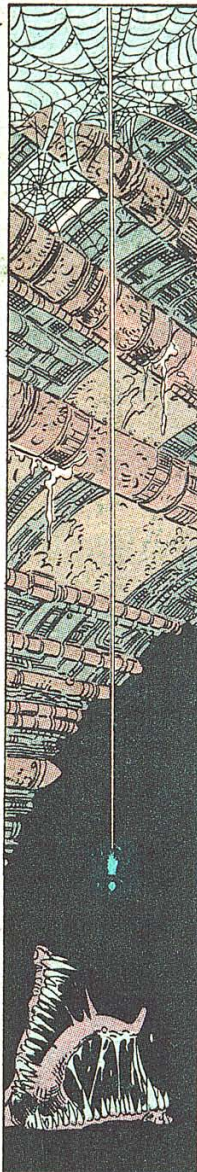
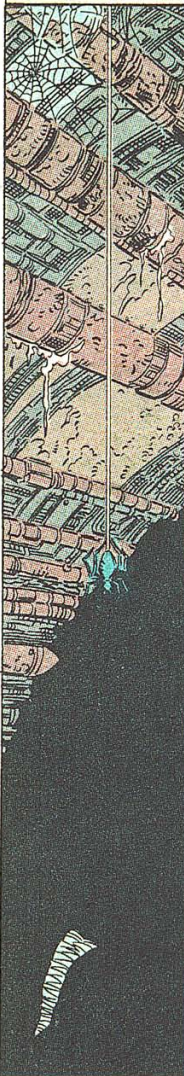
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SPIDER: WEBSTER'S
DEFINES THE TERM AS
"ANY OF VARIOUS
ARACHNIDS THAT SPIN
WEBS."



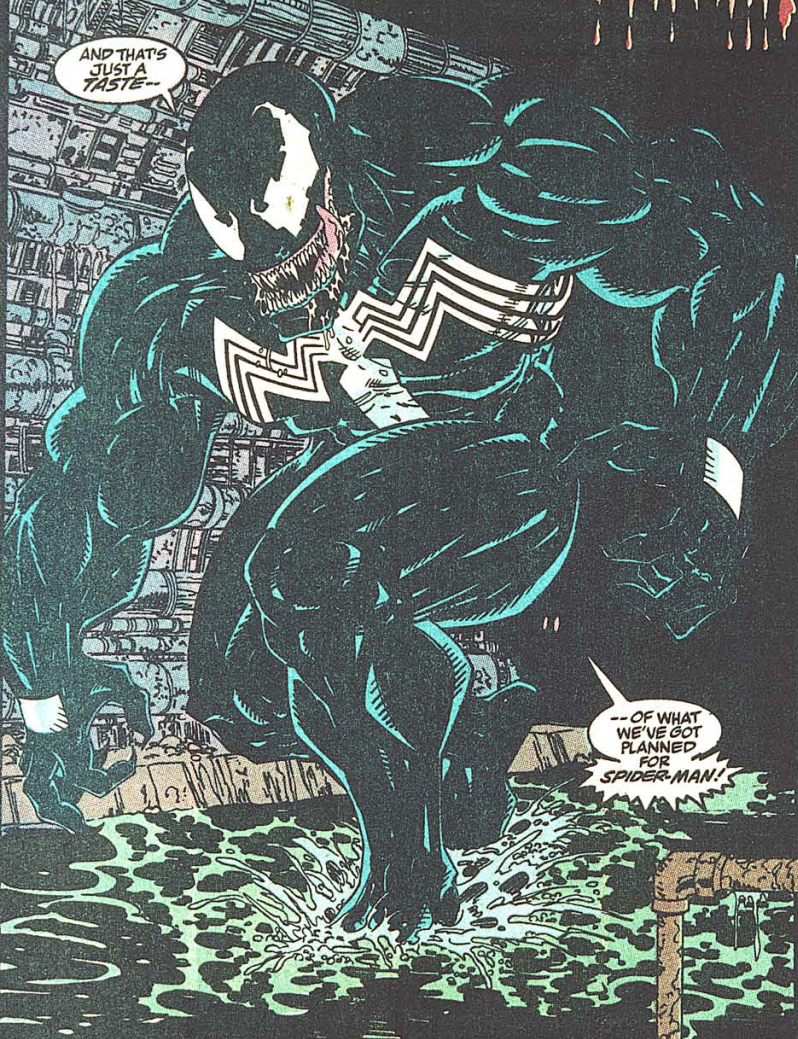
BUT IN AN ABANDONED
GOVERNMENT FALLOUT
SHELTER LOST AND
FORGOTTEN BENEATH
BUSTLING MANHATTAN
STREETS...



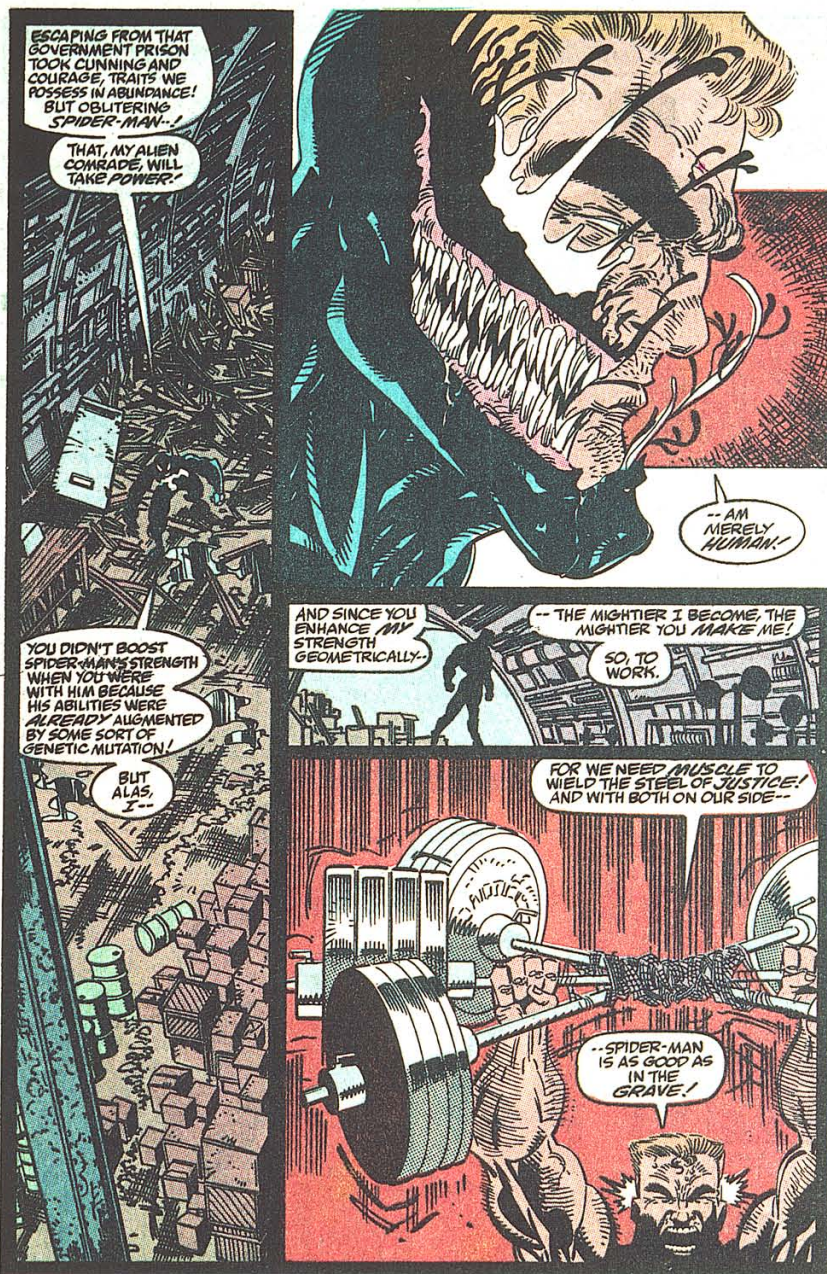
THE AMAZING SPIDER-MAN® Vol. 1, No. 332, May, 1990, (ISSN #0274-5232) Published by MARVEL COMICS, James E. Gailton, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing, OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly except fortnightly June, July and August. Copyright © 1990 by Marvel Entertainment Group, Inc. All rights reserved. Price \$1.00 per copy in the U.S. and \$1.25 in Canada. Subscription rate for 12 issues: \$12.00 U.S., \$17.00 Canada, and \$24.00 foreign. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) are trademarks of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO SUBSCRIPTION DEPARTMENT, 387 PARK AVENUE SOUTH, 9TH FLOOR, NEW YORK, N.Y. 10016.

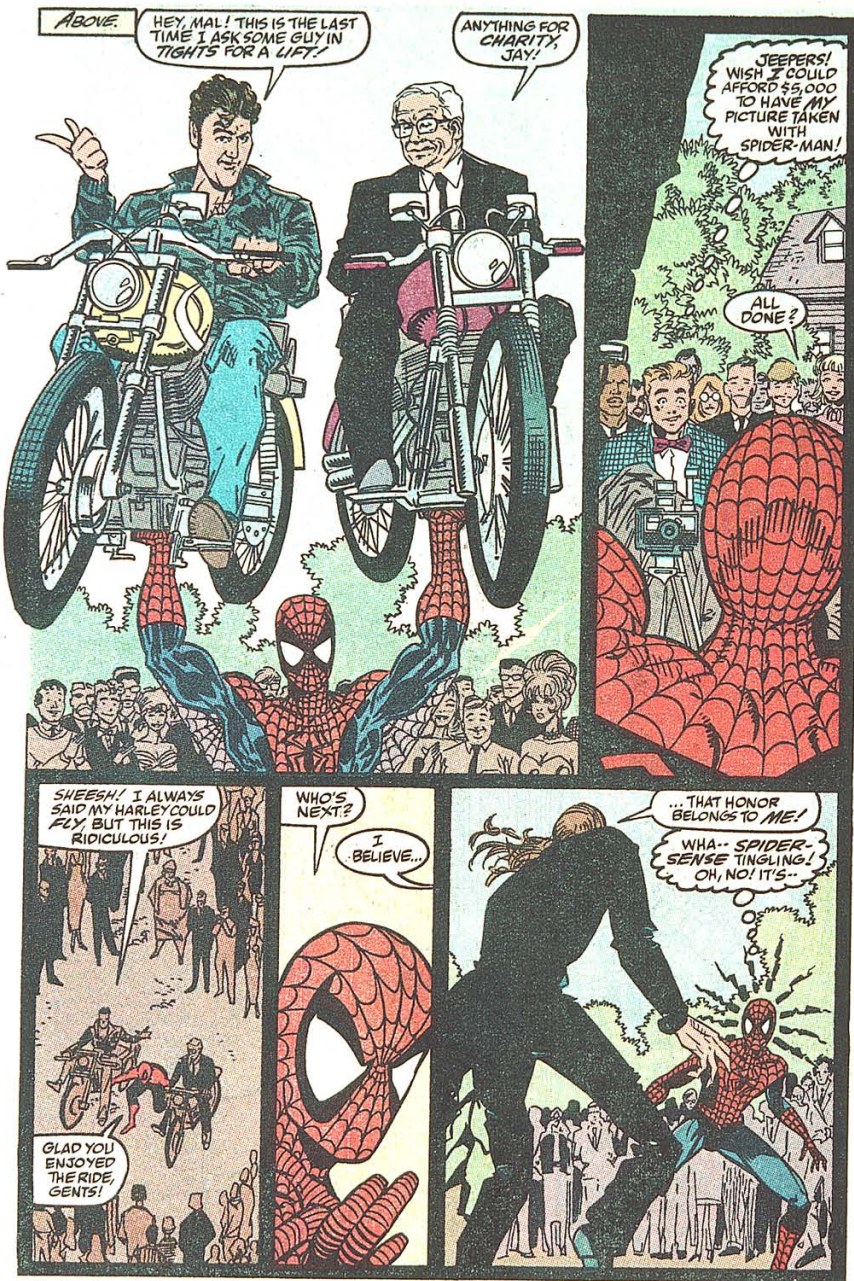
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SUNDAY In The PARK With VENOM!



DAVID MICHELINIE WRITER
 ERIK LARSEN PENCILER
 MIKE MACHLAN AND FRIENDS INKERS
 RICK PARKER LETTERER
 BOB SHAREN COLORIST
 JIM SALICRUP EDITOR
 TOM DeFALCO EDITOR IN CHIEF





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Now the Realms are yours to conquer.



For those who dare, now there's an official rulebook that brings the Forgotten Realms into the **ADVANCED DUNGEONS & DRAGONS®** 2nd Edition Game System.

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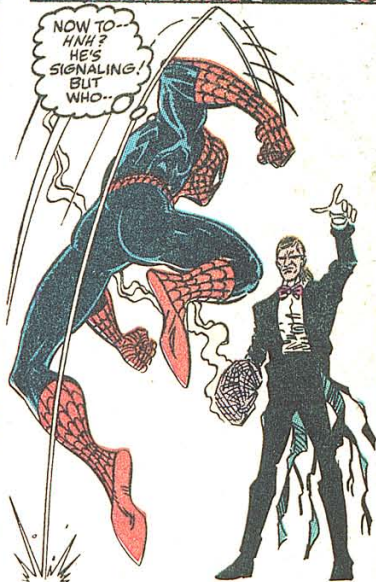
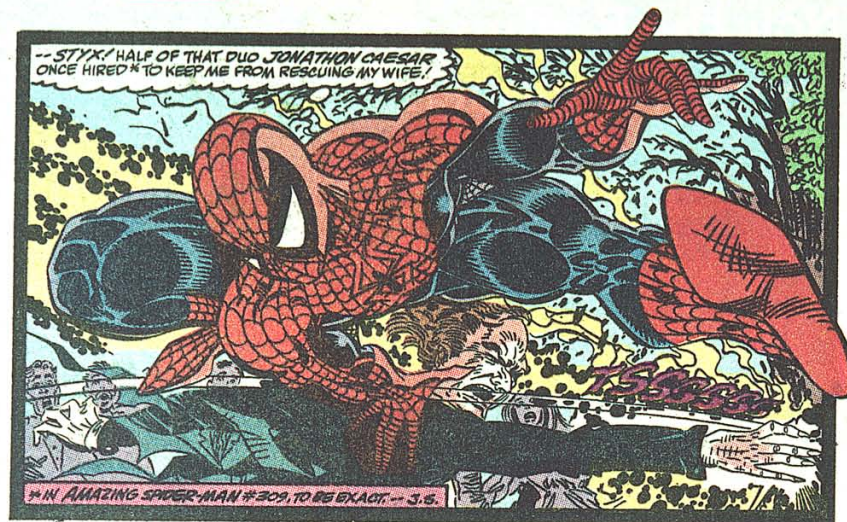
The **Forgotten Realms Adventures** hardcover offers new adventure options for experienced and novice-level AD&D® game players and a welcome initiation for newcomers. It's a basic necessity for those who dare to enter into the Realms.

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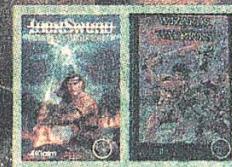
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The evil Wizard Malkil is back. And his fury rages out of control in the form of four sinister elementals: Earth, Wind, Fire, and Water. As Kuros, the knight warrior, you track them in



their dark domains -- pursued by armies of vile creatures. To emerge victorious, assemble the shattered IronSword. And face what no warrior has ever faced before!



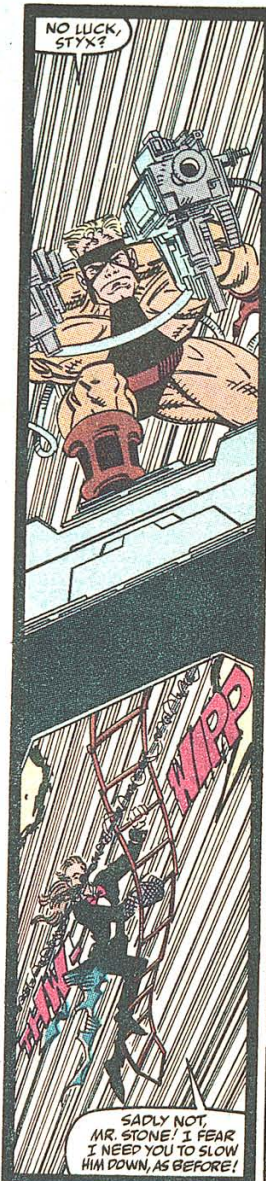
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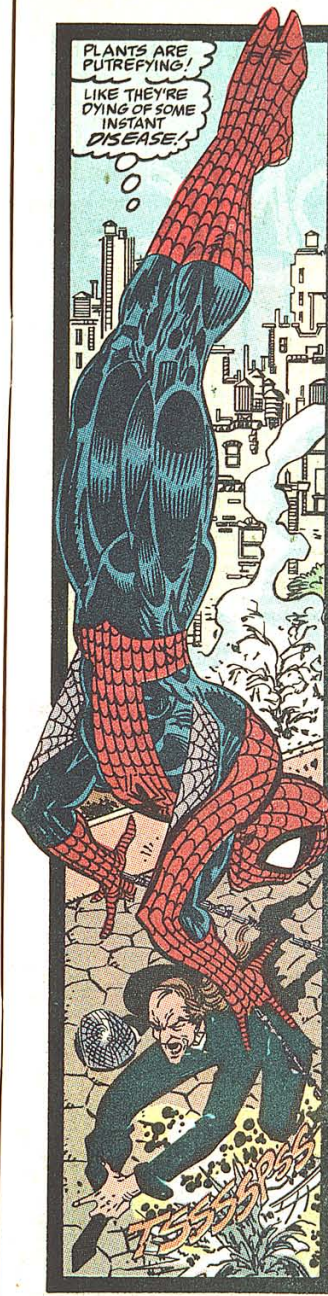
SADLY NOT, MR. STONE! I FEAR I NEED YOU TO SLOW HIM DOWN, AS BEFORE!



NUTS! HE MANAGED TO SLIP THE GLOVE OFF HIS OTHER HAND!

THIS IS GOING TO BE TRICKY!

OH DEAR! THAT WAS A PRIZE-WINNING ALCHEMILLA MOLLIS!



PLANTS ARE PUTREFYING! LIKE THEY'RE DYING OF SOME INSTANT DISEASE!

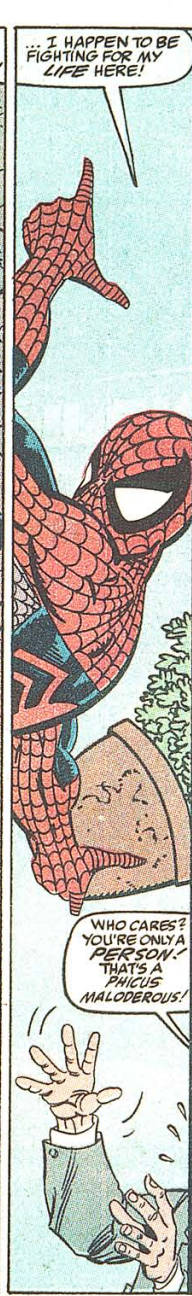
STOP IT! M-MY FLOWERS--! MY CHILDREN--!

LOOK, PAL...



I HAPPEN TO BE FIGHTING FOR MY LIFE HERE!

WELL, EXCUSE ME! GUESS I'VE JUST GOT A DISTORTED SENSE OF VALUES!



WHO CARES? YOU'RE ONLY A PERSON! THAT'S A PHICUS MALODEROUS!

POK



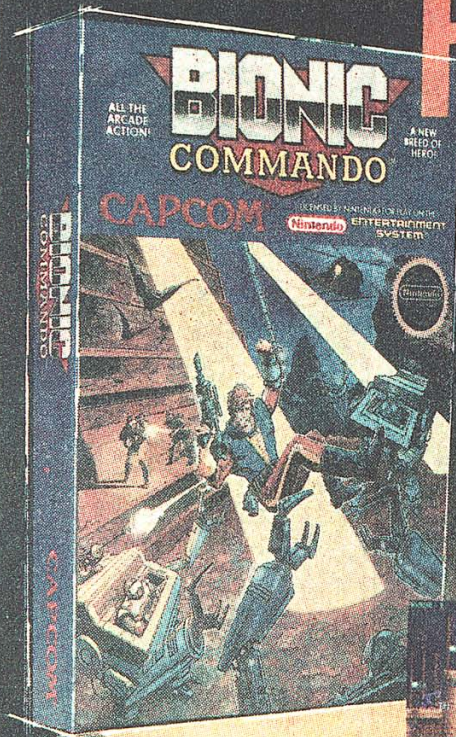
POK

POK

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EXPERIENCE BIONIC POWER

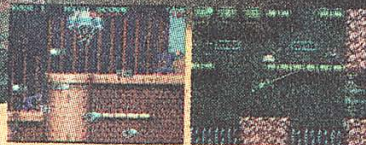


Get set for rapid-fire action as you're transformed into the Bionic Commando. This best-seller from Capcom is a dynamic adaptation of the original arcade classic.

Expect an onslaught of challenges and extraordinary graphics when you battle enemy forces in their futuristic lands. Your powerful, extending bionic arm and incredible arsenal of weapons give you all you'll need to become an unstoppable one-man army.

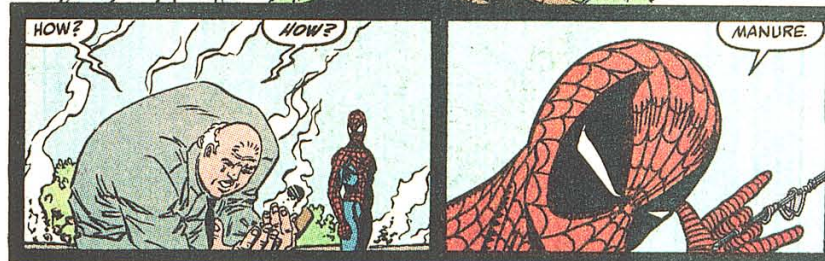
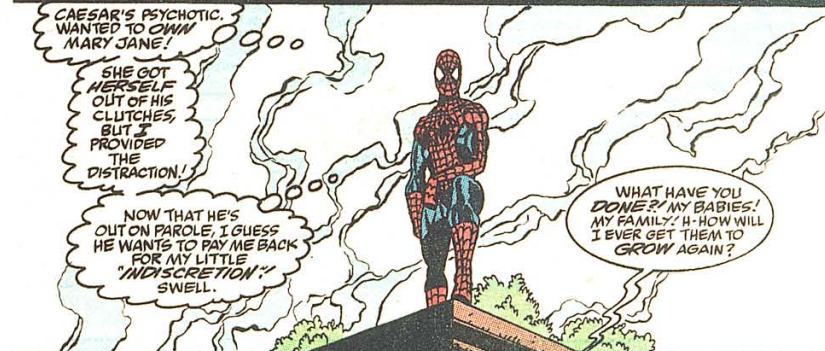
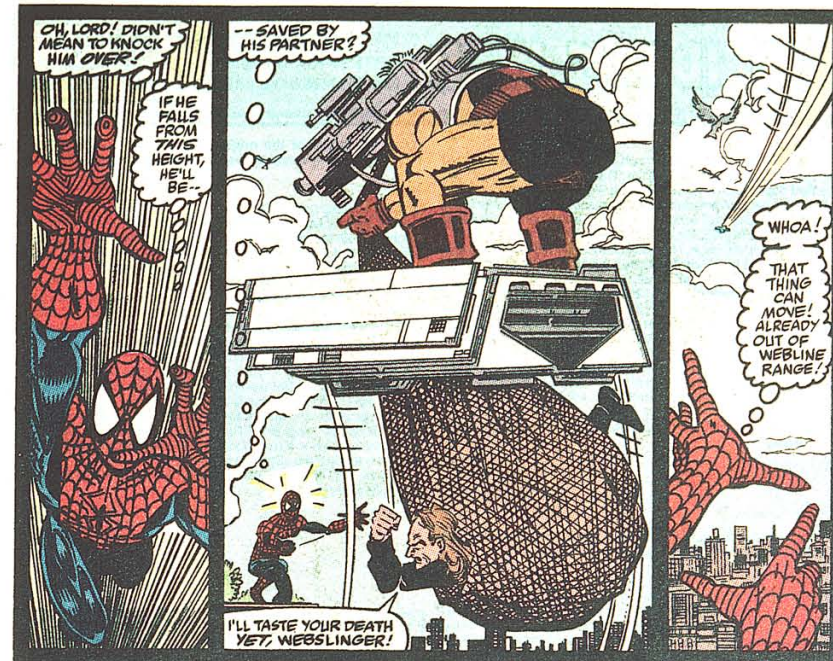
To the most daring soldiers, this might seem an impossible test, but they've never experienced the power of Bionic Commando!

Screen shots from the Nintendo Entertainment System



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THE SPIDER'S WEB

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387 Park Avenue South
New York, New York 10016

JIM SALICRUP
ARACHNERD
DAN CUDDY
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Jim,

I would just like to say how much I enjoyed ASM #325. Once I found out that the person behind the "The Assassin Nation Plot" was the Red Skull I figured we would see a Skull/Cap confrontation, not a Skull/Spider confrontation. I was impressed! All in all, I found this the best bi-weekly mini series this summer, although the other ones (X-MEN, WOLVERINE, etc.) were also very good.

I have to admit though, I had a different reason for writing to you. I just found out that Todd McFarlane will not be the artist on this comic any more—Erik Larsen will. In one way I am sorry to see Todd go. His past 25 issues or so have been extremely well done, and he will be missed by many readers, including myself. I hope that when he returns from his vacation, we might see him in WOLVERINE, or maybe a couple of stories in MARVEL COMICS PRESENTS.

On the other hand, if anyone will be able to follow in Todd's footsteps, Erik will. I have enjoyed his work on THE PUNISHER, and I especially liked his version of the Prowler in THE OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE UPDATE '89. Welcome aboard, Erik!

Please print my letter because you so rarely print letters from Canadians.

Chris Jansen
Box 144-A, R.R. 5
Winnipeg, Manitoba
Canada R2C 2Z2

The truth is, Chris, we don't like Canadians. That's the real reason we got rid of Todd. (That was a joke, people!)

Masterminds of the Assassin Nation Plot.

I was impressed with the last chapter of the "Assassin Nation Plot" storyline. Having the Red Skull as the mastermind behind the plot was brilliant. It makes total sense since it goes along with the Skull's ambitions to bring the downfall of the United States. Also, it was totally unexpected since I assumed that it would be a Spider villain. Using the Red Skull, ULTIMATUM, Solo, Paladin, etc., made this storyline seem more like a political thriller instead of the usual super hero story.

I did, however, find one mistake in chapter six. On page 29, on the fifth panel, the colonel is seen wearing stripes and chevrons on his sleeve, like a sergeant. Never fear, I do have a plausible explanation! Fearful that there might be hidden spy cameras in the room, the colonel deliberately dressed as a sergeant. This way, a spy watching would assume that Spider and the others were talking with a mere sergeant, and not the colonel himself! Does this qualify for a coveted No-Prize?

Keep up the good work, David and Todd, and let's see if you can top the Assassin Nation Plot in next summer's biweekly storyline.

Stephen Chan
(Address withheld by request)

Good eye, Stephen. Covet that No-Prize No-More! One is on it's way to you right now! As for this year's six-parter, how

about the return of the original (?) Sinister Six! It will be brought to you by David Michelinie and Erik Larsen!

Dear Mr. Salicrup and Mr. DeFalco,

A few months ago, Todd McFarlane made an appearance in my neighborhood, and while he was there, he said that he was so filled with work that if AMAZING SPIDER-MAN goes bi-weekly next summer, he would have to consider leaving the title.

In an article that I read last year in reference to Marvel's bi-weekly schedule, Tom DeFalco was quoted as saying, "We wouldn't publish a book that often unless we thought the fans wanted us." Even though I really like SPIDER-MAN, I'm sure I speak for thousands when I say that I wouldn't want AMAZING SPIDER-MAN to go bi-weekly if it would mean that Todd McFarlane would leave the title.

I am such a big fan of Todd's that I pay extreme attention to the details in his artwork. One detail that I did not like was in issue #325, page 1, panel 2. The following is written:

"It has been brought to my attention that a Todd 'Webs' McFarlane will no longer be doing SPIDER-MAN. After two years on the book, he felt the enormous size of his head, combined with an extremely inflated ego could not allow him to see."

Anyway, until Todd McFarlane leaves AMAZING SPIDER-MAN, Make Mine Marvel!

David Friedman
115 E. Voltaire Ave.
Phoenix, AZ 85022

Uh-oh!

The non-mutant hysteria continues in WEB OF SPIDER-MAN #65 as all the villains Spider defeated with his cosmic powers return to pound him into spider-paste! And if that isn't enough action for you, the high-flying Beetle returns to tangle our wall-crawler's webs in SPECTACULAR SPIDER-MAN #164! Next month, it's Spider's big showdown with Venom and Styx and Stone. It's a battle royale in the magnificent Marvel manner! It's AMAZING SPIDER-MAN #333 and you don't want to miss it!

SALICRUP'S MINI-SECTION

Shortly before going to press, we were stunned by the news of Malcolm Forbes's death. Just weeks before, Mr. Forbes had agreed, through his publicist, to his cameo appearance this issue. We feel his love of life and sense of adventure and fun is reflected by his willingness to grace our humble pages. We will miss him.

Special thanks to guest inkers Jack Abel, Keith Wilson, Keith Williams, Brad Vancata, Joe Rosas, and Mickey Ritter for helping us put this issue together. It was greatly appreciated, guys! Thanks again!

U.S. POSTAL SERVICE STATEMENT OF OWNERSHIP MANAGEMENT AND

(REQUIRED BY 39 U.S.C. 3685)

1. Title of Publication: AMAZING SPIDER-MAN

1B. Publication No. 0271-5222

2. Frequency of Issue: MONTHLY EXCEPT BI-WEEKLY JUNE

3. Annual Subscription Price: \$12.00 U.S.

4. Issue Date for Circulation Data Below: 1991

5. Owner: Marvel Entertainment Group, Inc., 987 Park Avenue, New York, N.Y. 10016

6. Full names and complete mailing address of publisher: Marvel Entertainment Group, Inc., 987 Park Avenue, New York, N.Y. 10016

7. Full names and complete mailing address of editor: Stan Lee, 987 Park Avenue, New York, N.Y. 10016

8. Full names and complete mailing address of business manager: Stan Lee, 987 Park Avenue, New York, N.Y. 10016

9. Full names and complete mailing address of circulation manager: Stan Lee, 987 Park Avenue, New York, N.Y. 10016

10. Full names and complete mailing address of advertising manager: Stan Lee, 987 Park Avenue, New York, N.Y. 10016

11. Full names and complete mailing address of general manager: Stan Lee, 987 Park Avenue, New York, N.Y. 10016

12. Full names and complete mailing address of president: Stan Lee, 987 Park Avenue, New York, N.Y. 10016

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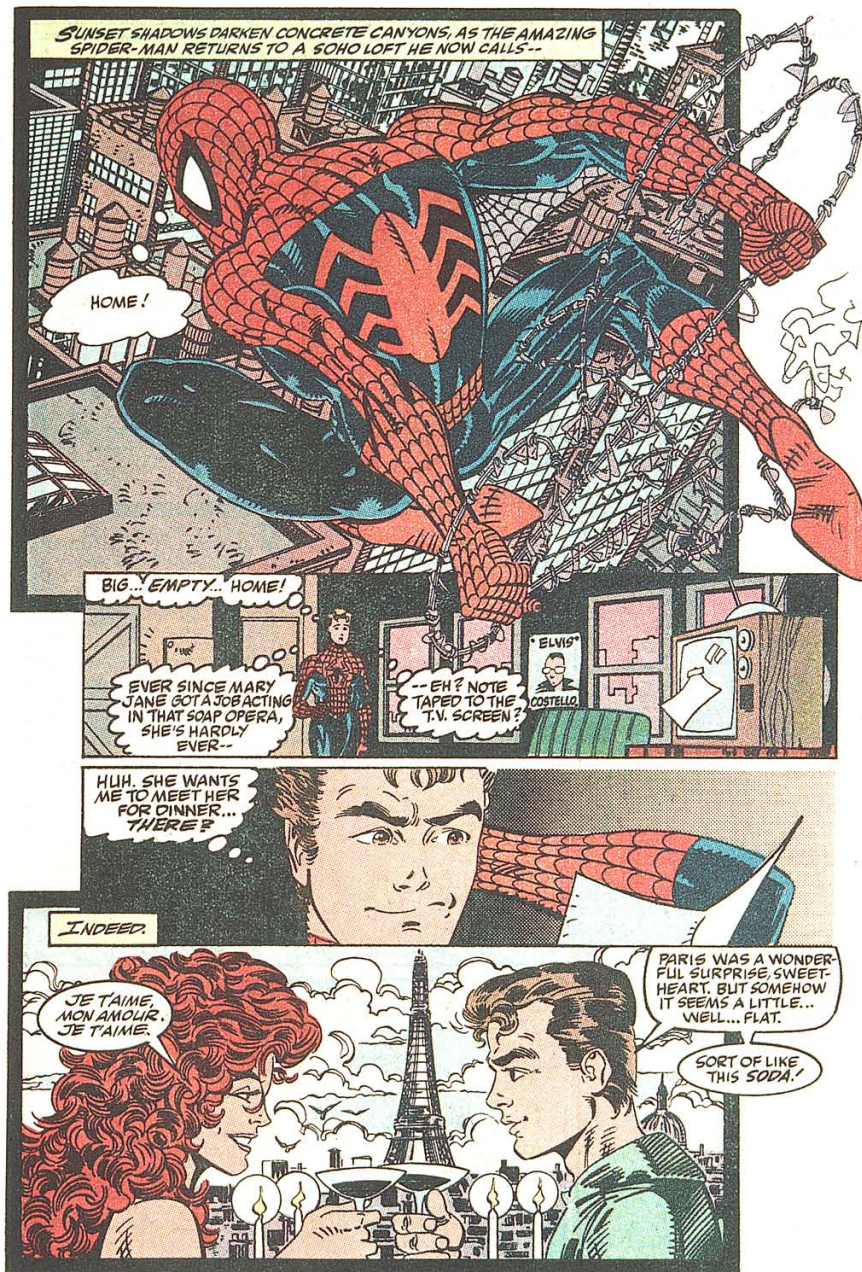
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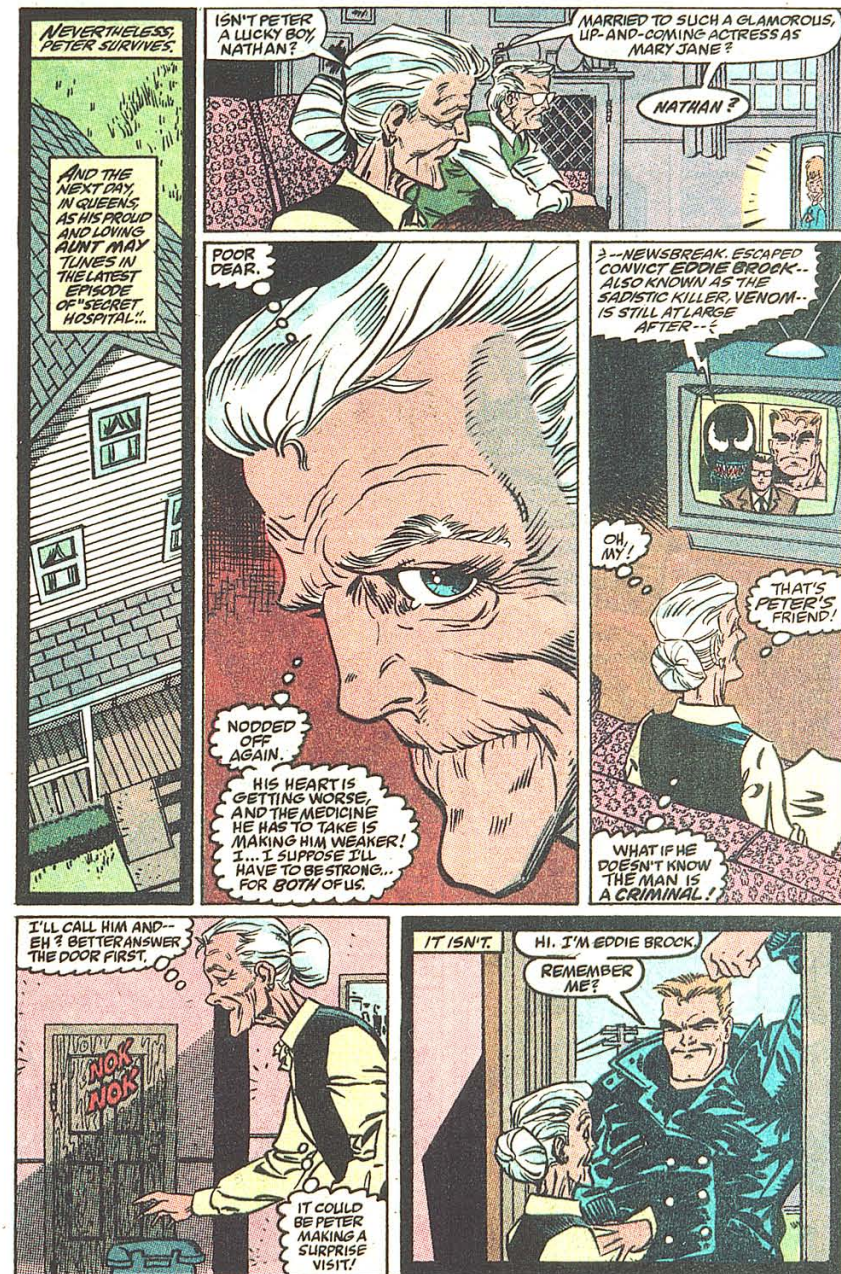
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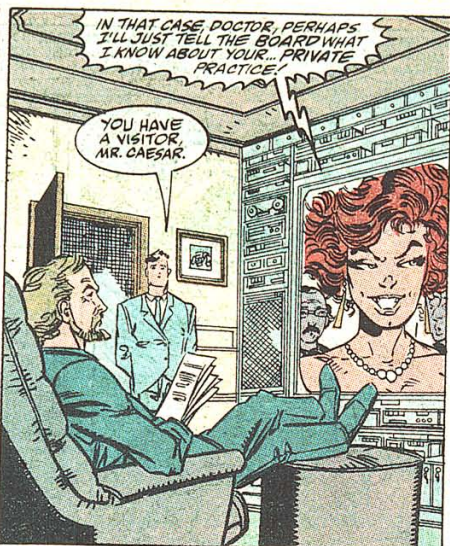
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THE BEDFORD TOWERS... MOMENTS EARLIER.
I THINK YOU'D BETTER LEAVE, SYBIL.



IN THAT CASE, DOCTOR, PERHAPS I'LL JUST TELL THE BOARD WHAT I KNOW ABOUT YOUR... PRIVATE PRACTICE!

YOU HAVE A VISITOR, MR. CAESAR.



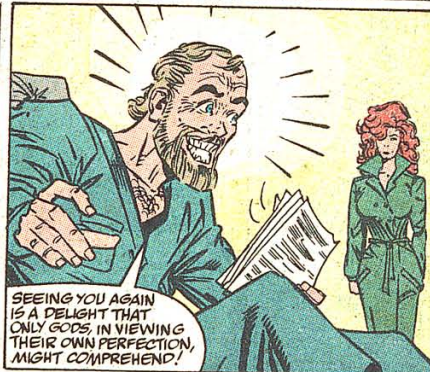
BLAST IT, AUSTIN! I'VE TOLD YOU NEVER TO DISTURB ME WHEN "SECRET HOSPITAL" IS ON.

NEVER!



YOU'RE ALREADY DISTURBED, CAESAR. AND TELEVISION HAS NOTHING TO DO WITH IT!

MY... DEAR!



SEEING YOU AGAIN IS A DELIGHT THAT ONLY GODS, IN VIEWING THEIR OWN PERFECTION, MIGHT COMPREHEND!



STUFF IT! I'VE HEARD RUMORS, SO I CAME TO REMIND YOU.

I'M THE ONE WHO ESCAPED FROM YOU-- SPIDER-MAN WAS JUST AN INNOCENT BYSTANDER! LEAVE HIM OUT OF THIS!

16



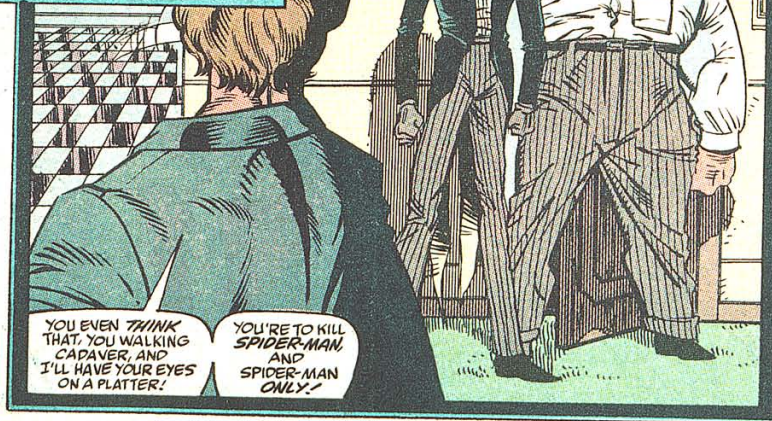
THAT MAY BE TRUE, MY SWEET. BUT UNWITTING OR NOT, HE DID INTERFERE.

HE MUST BE DISCIPLINED.

LOOK, I'M NOT GOING TO-- WAIT! THAT SCRIPT! FROM ONE OF NEXT WEEK'S EPISODES?!

SECRET HOSPITAL

THOSE ARE GUARDED BETTER THAN THE GOLD IN FORT KNOX! HOW DID YOU...?



YOU EVEN THINK THAT, YOU WALKING CAPAVER, AND I'LL HAVE YOUR EYES ON A PLATTER!

YOU'RE TO KILL SPIDER-MAN, AND SPIDER-MAN ONLY!

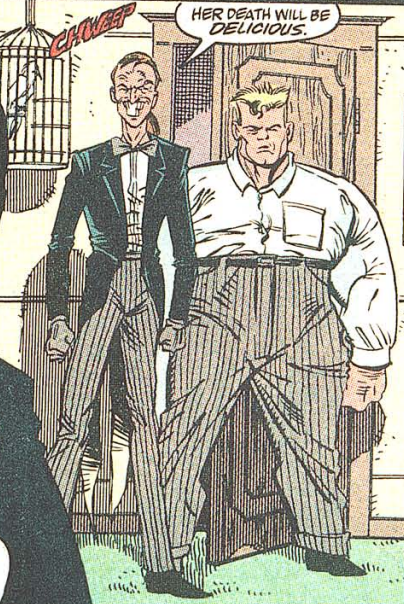


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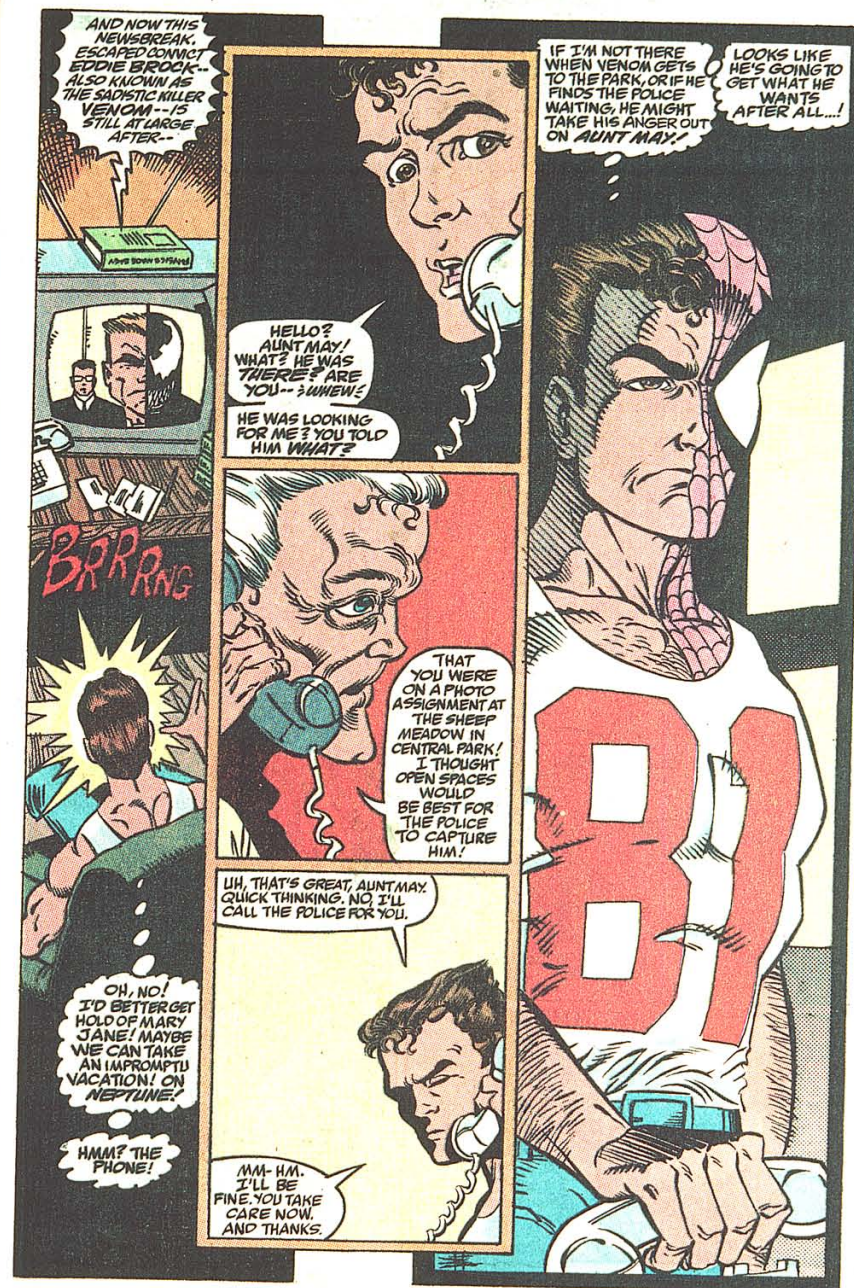
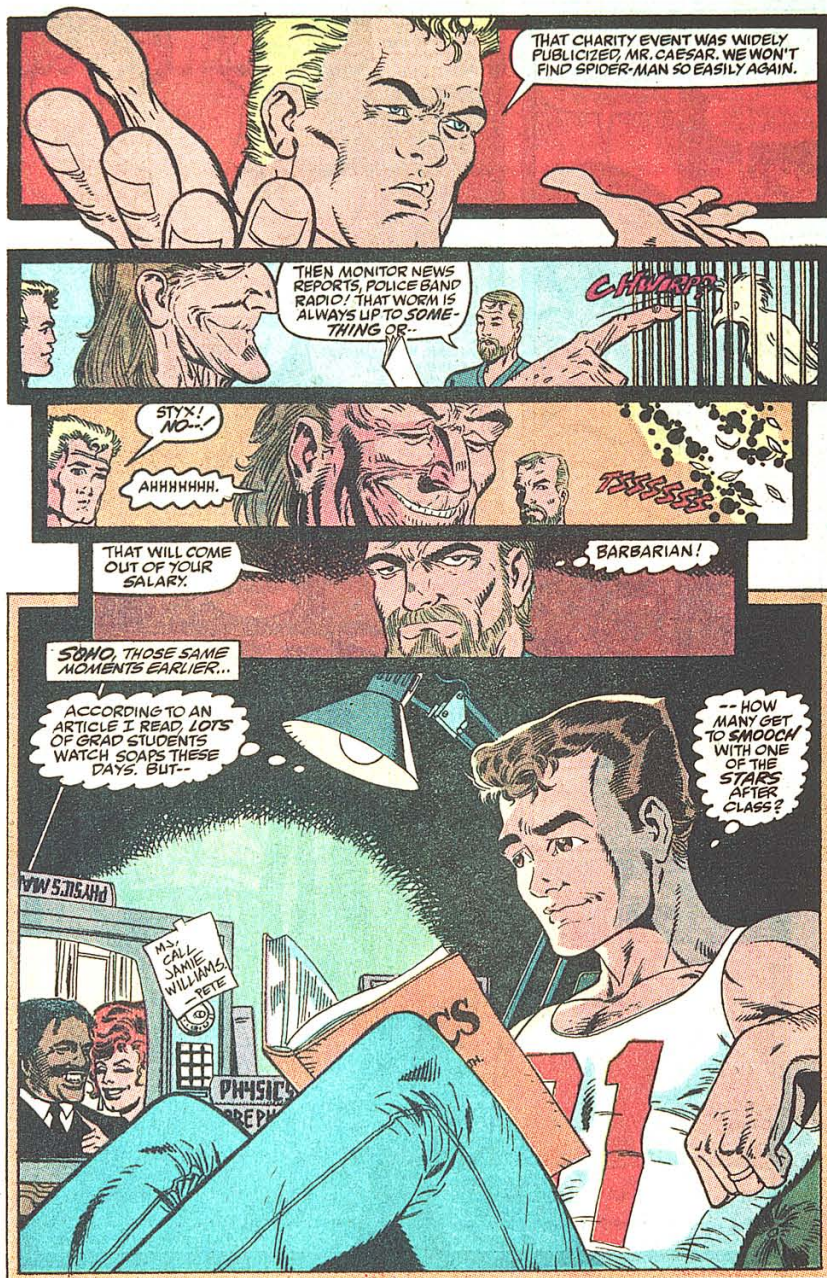
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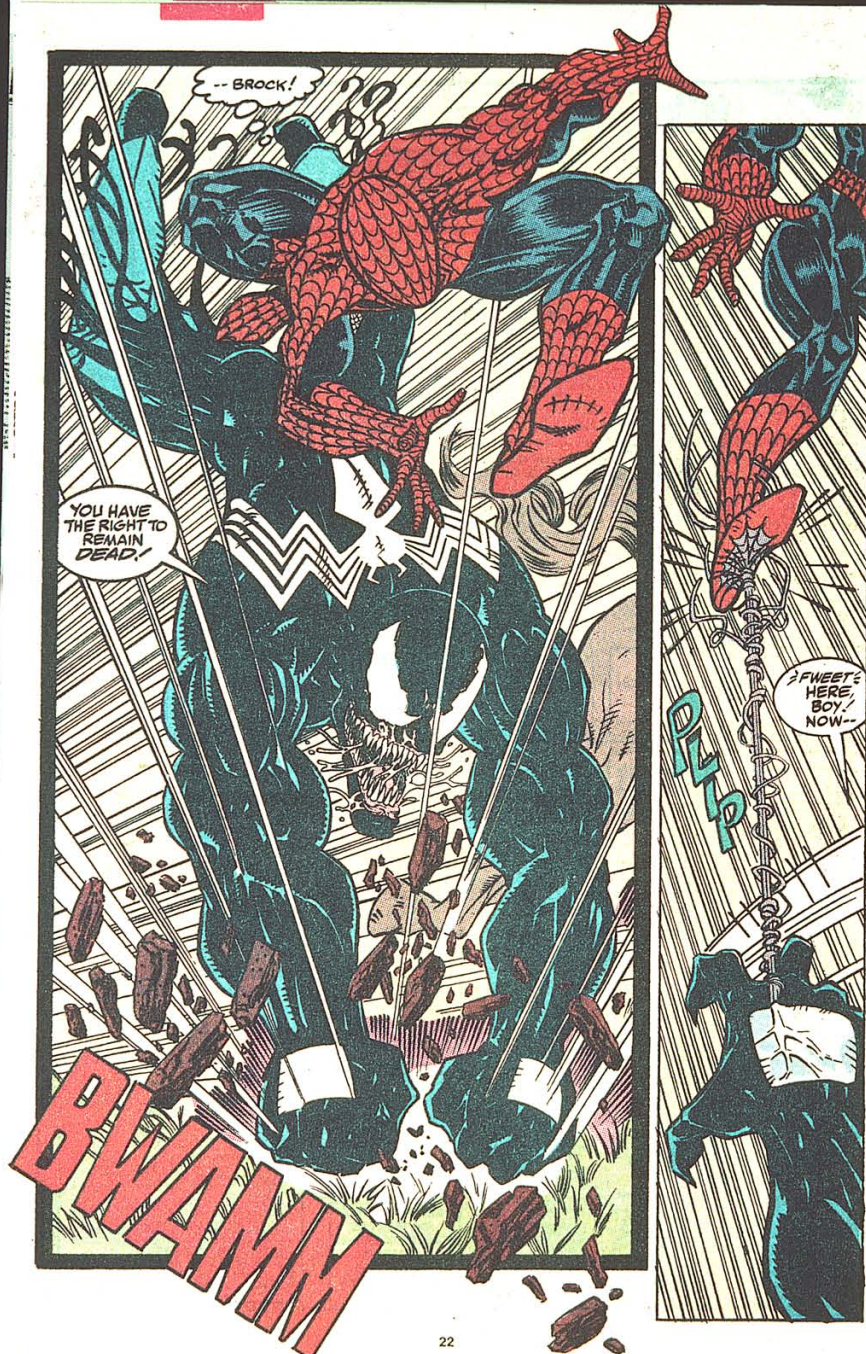
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17





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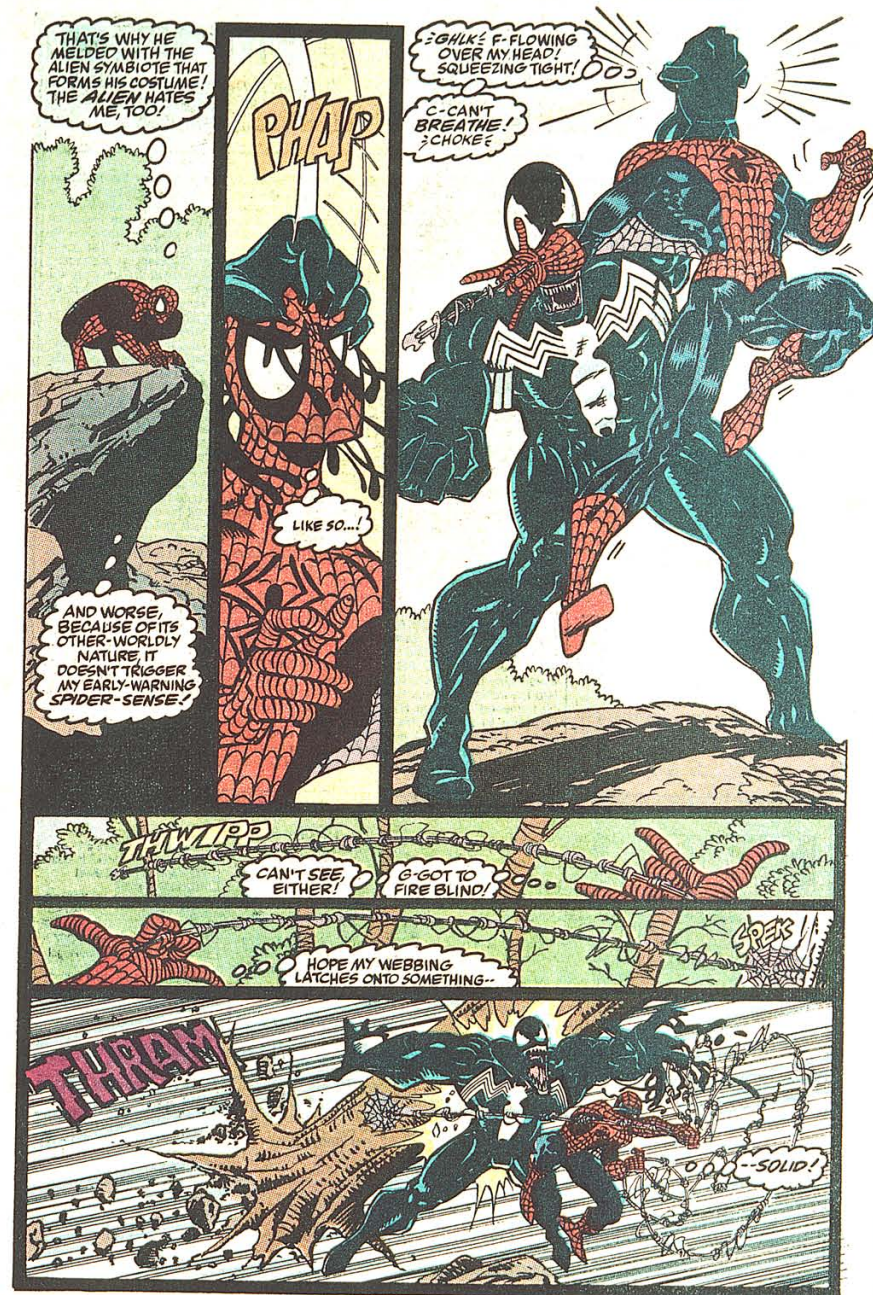
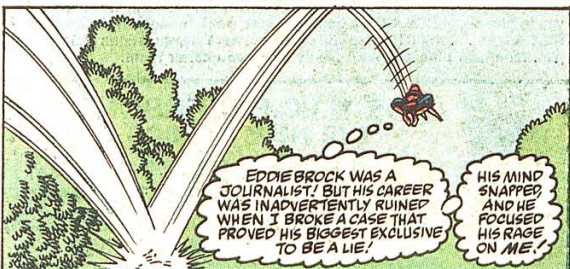
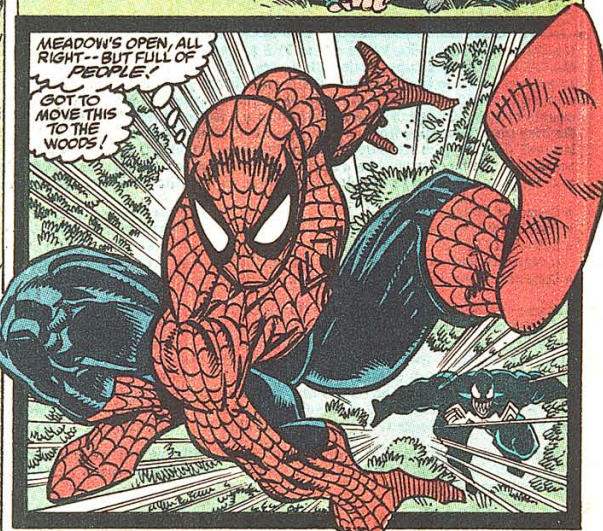
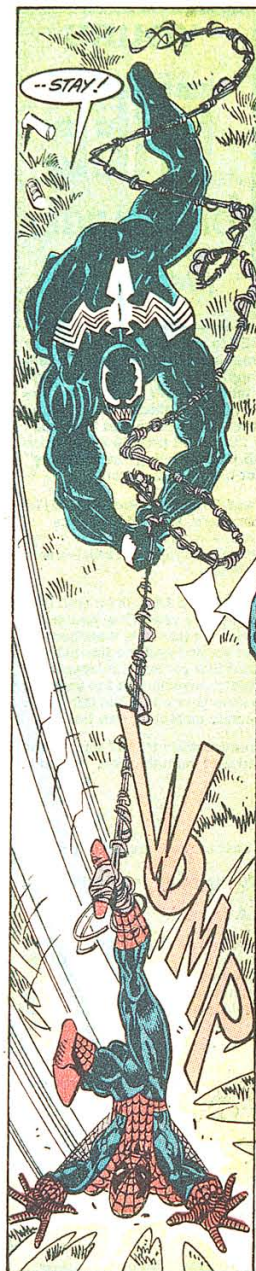
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STAN'S SOAPBOX

Hi, heroes! Well, it was bound to happen! Now that Marvel has conquered the publishing world it looks like movie stardom will be next! Believe it or not, a bunch of your bullpen buddies and I have just finished doing a scene for a new feature film starring Eric Roberts, who plays a comic book artist! It's an adventure mystery called "Into Thin Air" and it should be hitting theaters around the country later this year.

You see, they wanted to show a scene where Roberts is talking to his editor in the comic book bullpen. Instead of cooking up some fictional company, writer/director Larry Cohen asked if he could simply bring his camera crew to Marvel's own headquarters! Well, that wasn't possible because it would have taken too long and none of us would have gotten any work done for all that time, but—we did the next best thing! We helped Larry create a set that looks just like our Marvel menagerie. Then, to make it even more realistic, the biggest hams among us actually volunteered to play ourselves during the shooting. So you'll be able to see us in the movie! The only problem is, now that some of our corny crew have gotten a taste of show biz, how do we manage to chain 'em back to their drawing boards again?!!

For those of you who can't stand the suspense, you'll find even more info about this earth-shattering media event in MARVEL AGE MAGAZINE #80 where I devoted my whole Soapbox page to providing all the delectable details. As for the rest of you, be forewarned! I'll be back again next 'ish with still more items of incalculable insignificance!

Excelsior!

Stan

ITEM: Let's all wish Epic Comics editor Daring Dan Chichester the best of luck as he embarks on a full-time freelance writing career. And while we're at it, let's welcome to the Marvel Universe the following new assistant editors. All the way from California, Gallant Gary Barnum has stepped into Slim Jim DiGiovanna's old job of assisting Breath-taking Bobbie Chase, while the Slim One has moved to California (was this some sort of swap?). All the way from Hoboken, Delirious Dan Cuddy has signed on to be Arachnid Jim Salicrup's right hand man on all the Spidey titles. Gargantuan Glenn Herdling was kicked downstairs to work in our manufacturing department to make sure all the comics are stapled properly, among other important duties. Big Barry Dutler, the onetime president of the Committee to Abolish the She-Hulk, has mended his ways and has become Jumbo Jim Salicrup's left hand man on MARVEL AGE MAGAZINE, replacing Diligent Dwight Jon Zimmerman, who sashayed over to our Domestic Licensing department. Euberrant Eric Fein has joined Uncanny Danny Fingoroth to bring ALPHA FLIGHT, MOON KNIGHT, and the rest, to new heights of glory. And in case you're wondering about Mad Marcus McLaurin, he's just been promoted to Managing Editor to replace Gregory Wright who was just promoted to replace the departing Dan Chichester. Now then, Greg's side-de-camp Evanston Evan Skolnick has just jumped ship to Scintillating Sid Jabobson's STAR line to replace Lovely Lisa Trusiani who has also stepped into the freelance arena. Greg has tapped his former college intern, Sizzling Suzanne Dell'Orto to serve as his new assistant. Whew! Let's hope this new crew sticks around a while. It gets a tad confusing trying to explain these office shuffles all the time!

ITEM: Hey, you know how the past few years we've tied all our annuals together into one epic storyline, such as the unforgettable "Atlantis Attacks," or the legendary "Evolutionary War"? Well, this year, we've decided to do a little something different. We'll be doing several shorter multi-parters in our annuals, instead of one great big one. Each story will spread out over three or four annuals, instead of going across the board. The first annual epic will be called "Life Form," in which a new creature is created and goes on to become more and more powerful. As the creature's strength level increases, so does the power level of his opponents! The saga of the life form will be told in this year's PUNISHER, DAREDEVIL, INCREDIBLE HULK, and SILVER SURFER annuals. After "Life Form," look for further annual epics, including a saga connecting the various AVENGERS titles, and one involving the SPIDER-MAN line.

ITEM: For those of you who've been waiting for Mighty Marvel to make a big splash in video games, wait no more! Instead, rush out to your nearest video game store and pick up "The Revenge of Shinobi" from Sega-Genesis. It's an action-packed game featuring none other than...the Amazing Spider-Man! Yes, that's right, of Web-Head shows up at the sixth level, and gives the player a very hard time. Our own vidiot, Craig Anderson, recommends the game very highly, saying "the graphics are incredible." Craig added that Spidey is "very hard to beat." That should come as no surprise to any of Spidey's villains! "Revenge of Shinobi" features Spidey at his web-slinging, wall-crawling best. But "Revenge of Shinobi" is but the beginning of our assault on the video field. There will be more to come in the months ahead. Who says this isn't the Mighty Marvel Age of Video Games?

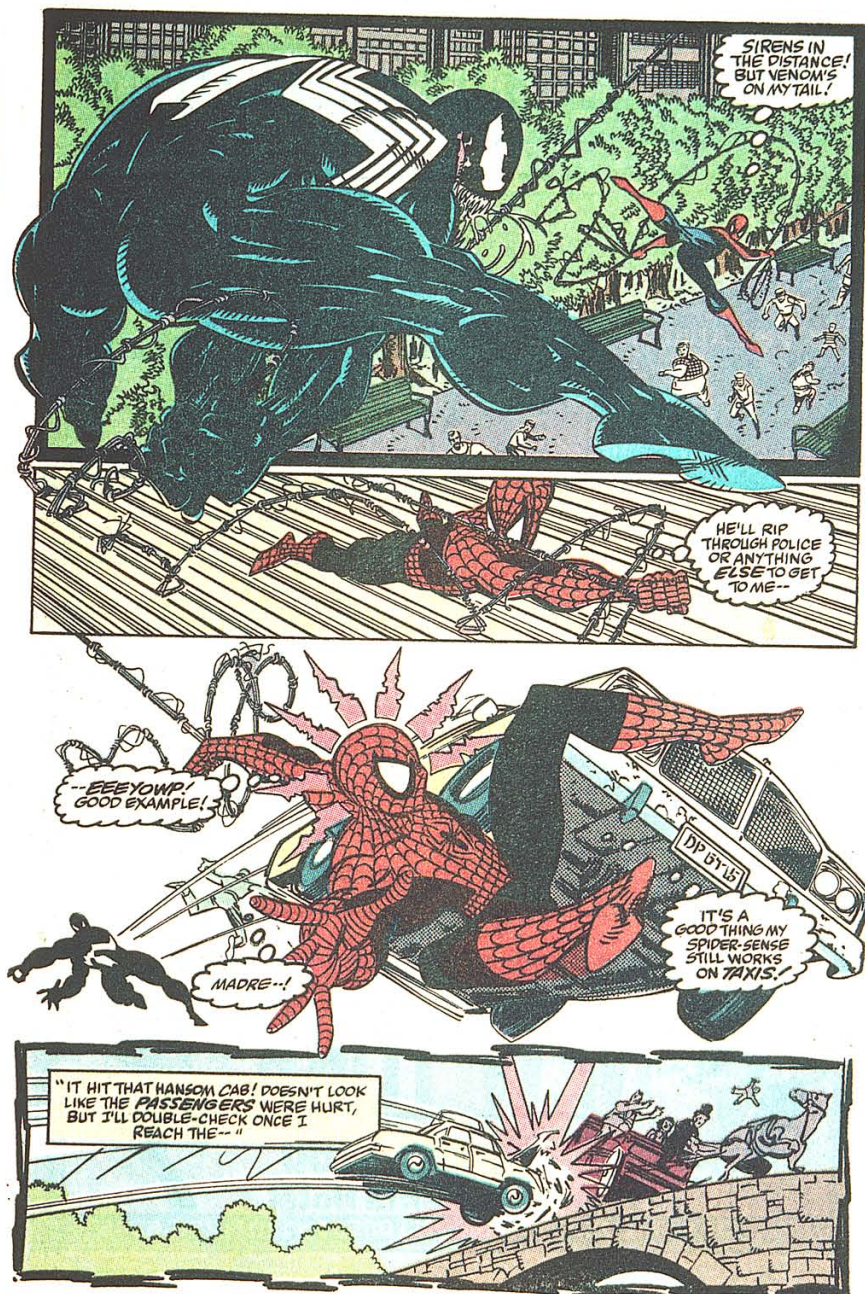
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- DAREDEVIL #281
- NAMOR THE SUB-MARINER #3
- STEELTOWN ROCKERS #3
- WEB OF SPIDER-MAN #65
- THE UNCANNY X-MEN #262
- MARVEL COMICS PRESENTS #51
- BLACK KNIGHT #1
- THE SENSATIONAL SHE-HULK #16
- STALKERS #3
- ELSEWHERE PRINCE #2
- THE PUNISHER ANNUAL #3
- "Lifeform" begins!
- THE PUNISHER MAGAZINE #11

- X-MEN SPOTLIGHT: STAR-JAMMERS Limited Series #2
- CRITICAL MASS Limited Series #5
- EXCALIBUR ANNUAL #3—By Claremont and Leonard
- OPEN SPACE #3
- CAPTAIN AMERICA Movie Adaptation Graphic Album #1
- ALF #30
- AMAZING SPIDER-MAN #333
- AVENGERS SPOTLIGHT #33
- THE NEW MUTANTS #90
- HEATHCLIFF #48
- GROO THE WANDERER #66
- THE NTH MAN #13
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- INTERFACE #4
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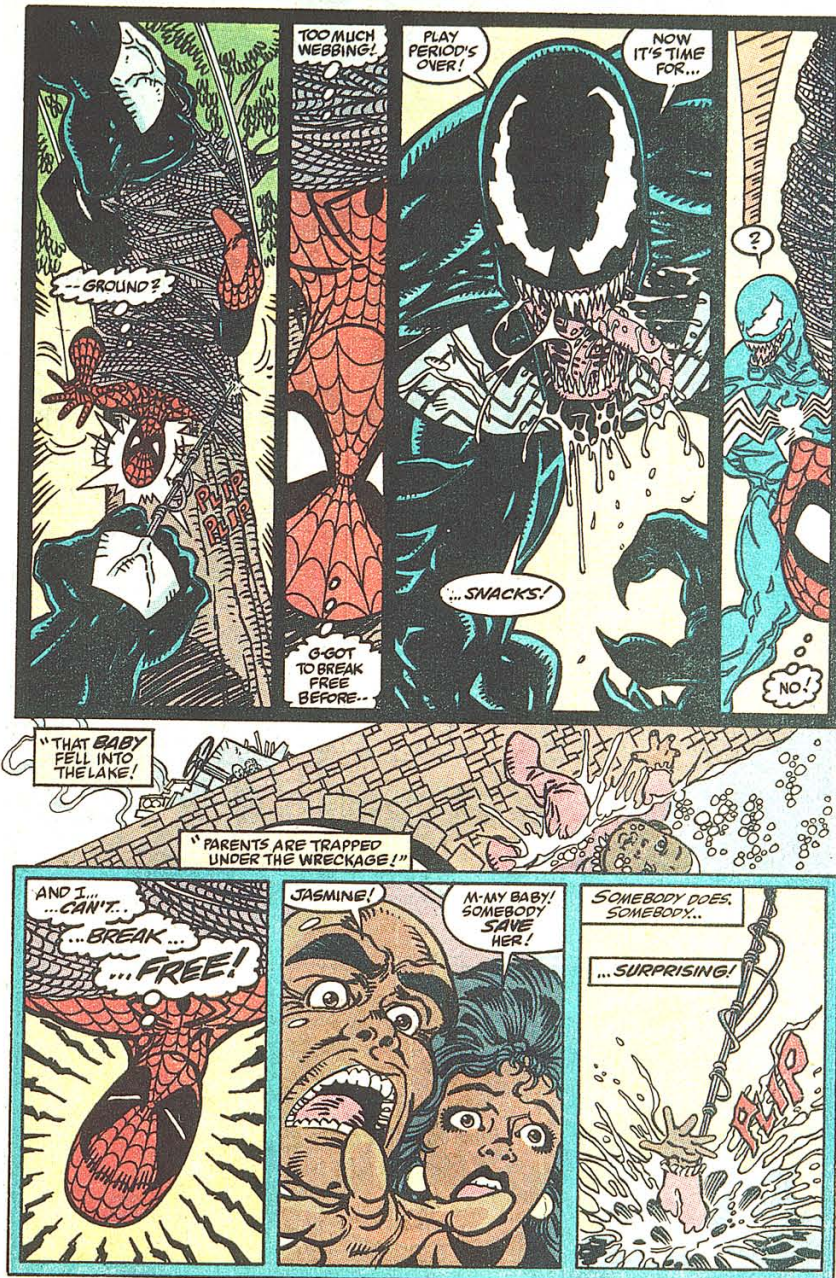
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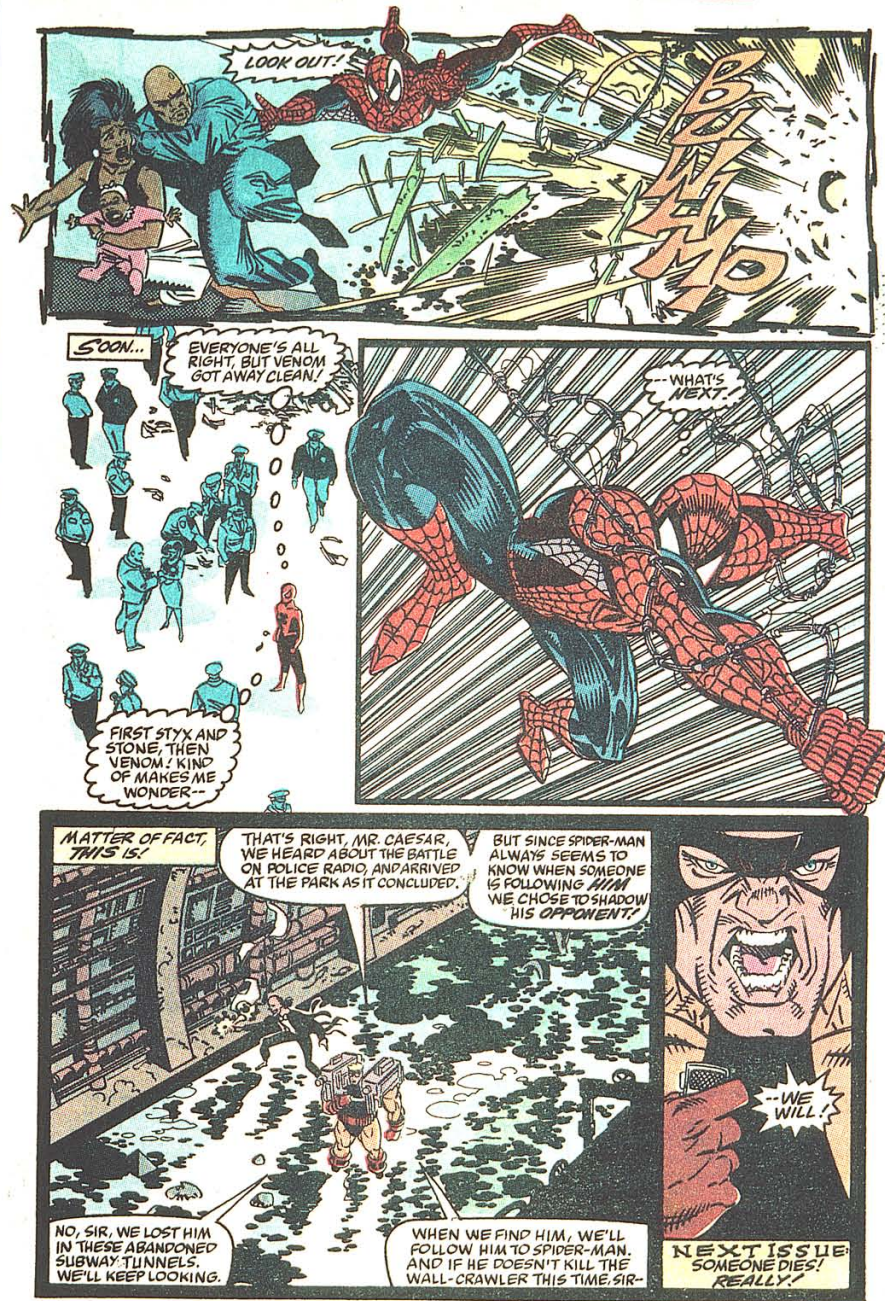
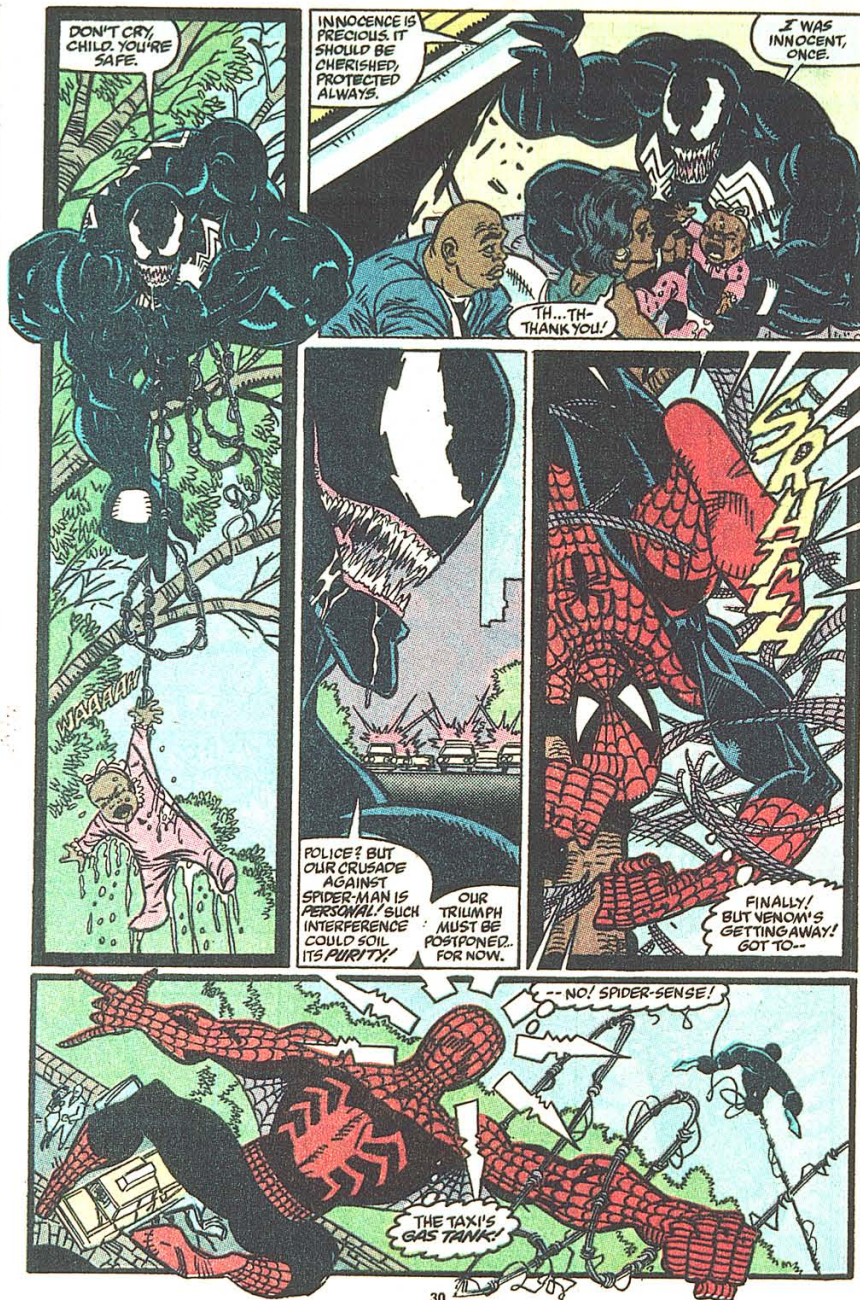
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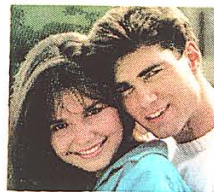
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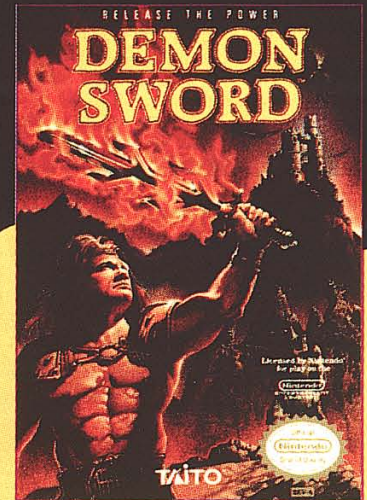
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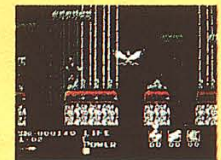
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